

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

<p>In re LIVE WELL FINANCIAL, INC., Debtor.</p>	<p>Chapter 7 Case No. 19-11317 (LSS)</p>
<p>DAVID W. CARICKHOFF, as Chapter 7 Trustee of LIVE WELL FINANCIAL, INC., Plaintiff, v. STUART H. CANTOR, JAMES P. KARIDES, BRETT J. ROME, LWFVEST, LLC, NORTH HILL VENTURES II, LP, FIVE ELMS EQUITY FUND I, L.P., FIVE ELMS HAAKON, L.P., FIVE ELMS COINVEST, L.P., JAMES BROWN, GANTCHER FAMILY LIMITED PARTNERSHIP, ERIC LEGOFF, and TITLE WORKS OF VIRGINIA, INC., and JOHN DOES 1–10, Defendants.</p>	<p>Adv. Pro No. 21-50990 (LSS)</p>

STUART H. CANTOR’S MOTION TO DISMISS COMPLAINT

Stuart H. Cantor (the “Defendant”), by and through his undersigned counsel, pursuant to Rule 12(b)(6) of the Federal Rules of Civil Procedure, made applicable to the above-captioned adversary proceeding pursuant to Rule 7012(b) of the Federal Rules of Bankruptcy Procedure, hereby moves for an order dismissing the complaint against Defendant commencing the above-captioned adversary proceeding (the “Complaint”) because the Complaint fails to state a claim upon which relief can be granted.

In support, Defendant relies upon and incorporates the contemporaneously filed *Memorandum of Law in Support of Stuart H. Cantor’s Motion to Dismiss Complaint* (the “Memorandum of Law”).

Pursuant to Rule 7012-1 of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware, Defendant does not consent to the entry of final orders or judgments by the Court if it is determined that the Court, absent consent of the parties, cannot enter final orders or judgments consistent with Article III of the United States Constitution.

WHEREFORE, for the reasons set forth in the Memorandum of Law, Defendant respectfully requests that this Court enter an order, substantially in the form attached hereto, that dismisses all counts in the Complaint against Defendant with prejudice, and grants Defendant such additional and further relief as the Court may deem just and proper.

Dated: September 9, 2021
Wilmington, Delaware

/s/ Robert J. Stearn, Jr.
Robert J. Stearn, Jr. (No. 2915)
Cory D. Kandestin (No. 5025)
J. Zachary Noble (No. 6689)
RICHARDS, LAYTON & FINGER, P.A.
920 North King Street
Wilmington, Delaware 19801
Telephone: (302) 651-7700
stearn@rlf.com
kandestin@rlf.com
noble@rlf.com

-and-

Dion W. Hayes (*pro hac vice* to be filed)
Joseph S. Sheerin (*pro hac vice* to be filed)
McGUIREWOODS LLP
Gateway Plaza
800 East Canal Street
Richmond, Virginia 23219
Telephone: (804) 775-1000
dhayes@mcguirewoods.com
jsheerin@mcguirewoods.com

Counsel to Stuart H. Cantor